

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

### CLEAR CREEK MINE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 8, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*P. Richards*

**ARTICLES OF INCORPORATION  
OF  
CLEAR CREEK MINE CORPORATION**

JUN 8 4 28 PM '92  
SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is Clear Creek Mine Corporation.
2. The period of its duration is perpetual.
3. The purpose or purposes for which this corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of no par value stock, all of one class.
5. At each election for directors every shareholder entitled to vote at such election shall only have the right to vote, in person or by proxy, the number of shares owned by the shareholder for as many persons as there are directors to be elected and for whose election the shareholder has a right to vote. No shareholder shall have a right to cumulate the shareholder's votes for the election of directors.
6. No shareholder shall have the right or power to sell his/her shares without first offering them to the corporation at a price equal to the bona fide offer price received by the selling shareholder. The selling shareholder shall promptly give written notice of the offer to the corporation, providing the name and address of the purchaser, the date of the offer, price and all other terms and conditions. This notice of proposed sale shall constitute an offer by the selling shareholder to sell his/her interest in the shares involved to the corporation. The corporation shall have the exclusive option, which must be exercised within 30 days, to purchase from the selling shareholder his/her interest in the shares involved at the same price and upon the same terms and conditions listed in the notice of proposed sale delivered to the corporation.

Should the corporation exercise its option to purchase within the time allowed, it shall make payment to the selling shareholder within 30 days of the date the option was exercised, unless the terms and conditions of the offer provide otherwise. If the corporation does not exercise its option to purchase within the time allowed, the

selling shareholder may sell his/her shares to the party who made the bona fide offer within 60 days of the expiration date of the corporation's option period. The selling shareholder may sell to no one other than the named person who made the bona fide offer, and may not change any terms or conditions of said offer. The failure of the selling shareholder to sell within this period of time shall terminate his/her right to sell the shares involved without first again offering them to the corporation as per the procedure established in the preceding paragraph.

Any attempted sale of shares that is not in compliance with the procedures set forth herein shall be void and of no effect. The corporation shall be an interested party expressly empowered to enforce a cancellation or nullification of such attempted sale. A selling shareholder shall not participate in the decision by the corporation to exercise its option to purchase the shares involved in the notice of proposed sale, and the number of shares owned by the selling shareholder shall be excluded in determining the number of votes necessary for the approval of such decision. Transfer of ownership of shares to an heir or devisee of a deceased shareholder shall not be considered as a sale under this provision of the Articles.

7. Fifty percent (50%) of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

8. The address of the corporation's initial registered office is 515 South Sixth Street, Boise, Idaho (mailing address Post Office Box 8776, Boise, Idaho 83707-2776; all communications, mailings and notices are to be sent to this mailing address). The name of the initial registered agent at this address is Arthur D. Zierold.

9. The number of directors constituting the initial board of directors shall be three (3), and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Theron K. Richardson

1024 N.W. 4th Avenue  
Ontario, Oregon 97914

Teresa S. Vincent

19315 Pinehurst Road  
Bend, Oregon 97701

David Thomas Vincent

Post Office Box <sup>1569</sup>~~200~~  
Philomath, Oregon 97370

10. The name and address of each incorporator is:

David Thomas Vincent

Post Office Box ~~200~~ <sup>1569</sup>  
Philomath, Oregon 97370

Norma Jean Vincent

Anna May Bevens

Timothy L. Vincent

Teresa S. Vincent

Theron K. Richardson

Helen Richardson

Post Office Box 236 1569  
Philomath, Oregon 97370

Post Office Box 311 217  
Philomath, Oregon 97370

19315 Pinehurst Road  
Bend, Oregon 97701

19315 Pinehurst Road  
Bend, Oregon 97701

1024 N.W. 4th Avenue  
Ontario, Oregon 97914

1024 N.W. 4th Avenue  
Ontario, Oregon 97914

SIGNED AND DATED by each incorporator as noted below.

  
DAVID THOMAS VINCENT

10/5/91  
Date

  
NORMA JEAN VINCENT

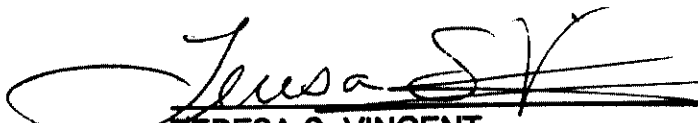
10-5-91  
Date

  
ANNA MAY BEVENS

10-5-91  
Date

  
TIMOTHY L. VINCENT

10-5-91  
Date

  
TERESA S. VINCENT

10-5-91  
Date

  
THERON K. RICHARDSON

10-1-91  
Date

Helen Richardson  
HELEN RICHARDSON

Oct. 1, 1991  
Date

**ACKNOWLEDGMENTS**

STATE OF OREGON           )  
County of Benton        )

On this 1<sup>st</sup> day of October 1991 before me, a Notary Public, personally appeared DAVID THOMAS VINCENT, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last written above.

(Seal)

Rebecca Leone  
Notary Public for Oregon  
Residing at Bend, OR  
My Commission Expires 7-15-95

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STATE OF OREGON           )  
County of Benton        )

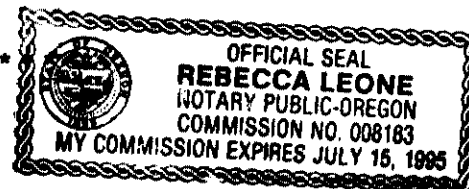
On this 5<sup>th</sup> day of October 1991 before me, a Notary Public, personally appeared NORMA JEAN VINCENT, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last written above.

(Seal)

Rebecca Leone  
Notary Public for Oregon  
Residing at Bend, OR  
My Commission Expires 7-15-95

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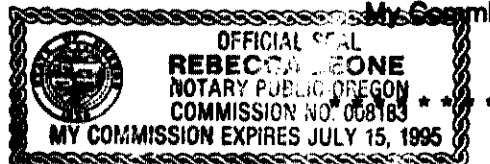


STATE OF OREGON )  
County of Benton )

On this 5<sup>th</sup> day of October 1991 before me, a Notary Public, personally appeared ANNA MAY BEVENS, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last written above.

(Seal)



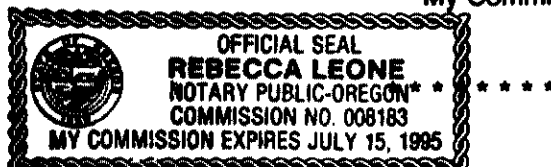
Rebecca Leone  
Notary Public for Oregon  
Residing at And, OR  
My Commission Expires 7-15-95

STATE OF OREGON )  
County of Deschutes )

On this 5<sup>th</sup> day of October 1991 before me, a Notary Public, personally appeared TIMOTHY L. VINCENT, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last written above.

(Seal)



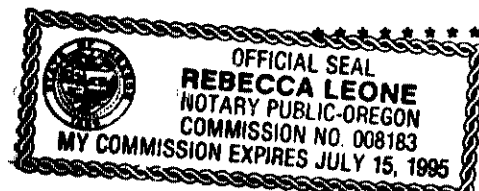
Rebecca Leone  
Notary Public for Oregon  
Residing at And, OR  
My Commission Expires 7-15-95

STATE OF OREGON )  
County of Deschutes )

On this 5<sup>th</sup> day of October 1991 before me, a Notary Public, personally appeared TERESA S. VINCENT, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last written above.

(Seal)



Rebecca Leone  
Notary Public for Oregon  
Residing at And, OR  
My Commission Expires 7-15-95

STATE OF OREGON )  
County of Malheur )

On this 1<sup>st</sup> day of October 1991 before me, a Notary Public, personally appeared THERON K. RICHARDSON, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last written above.

(Seal)

Barbara C. D. King  
Notary Public for Oregon  
Residing at Ontario, OR  
My Commission Expires 7-28-92

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STATE OF OREGON )  
County of Malheur )

On this 1<sup>st</sup> day of October 1991 before me, a Notary Public, personally appeared HELEN RICHARDSON, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last written above.

(Seal)

Barbara C. D. King  
Notary Public for Oregon  
Residing at Ontario, OR  
My Commission Expires 7-28-92